IN THE HIGH COURT OF JUDICATURE AT BOMBAY
ORDINARY ORIGINAL CIVIL JURISDICTION

COMPANY PETITION NO. 554 OF 2004.

(In the matter of reduction of
share premuim Account of the
Indusind Media & Communications Ltd.)

Indusind Media & Communications
Limited. ..Petitioner.

Mr. Virag V. Tulzapurkar with Mr. Rishabh Shah i/b
Prem Rangh for the petitioners.

Coram: V.M.KANADE, J.

Date: 11th August, 2004.

P.C.

1. This is petition filed by the petitioner company seeking leave of this court for reduction of the share premium account. This court by order dated 9th July 2004, had dispensed with the procedure as laid down under section 101(2) of the Companies Act. Thereafter by order dated 6th August 2004, this court had directed that the Statutory Auditors' Report should be submitted in respect of the impact of the reduction of the share premium account. Accordingly, the Statutory Auditors' Report is submitted.

2. The Petitioner is a company registered having its office at - 315 G, New Charni Road, Next to Hinduja

College, Mumbai- 400 004. The Petitioner seeks reduction of the share capital as it wishes to set of the amount not exceeding Rs.93,33,31,033/- out of the balance standing at the share premium account as on 31st March 2004 for the purpose of writing off bad debts to the tune of Rs.34,77,73,785/- and for writing off value of set top boxes and smart cards of Rs.58,55,57,247/-. The Petitioner has given a current structure of the capital which is elaborately mentioned in paragraph No. 9(i). In paragraph No. 10 of the petition, the amount which would stand to the Share Premium Account has been set out in detail. In paragraph No. 10, the present share holding pattern of the company is mentioned and details have been given.

3. The Articles of Association permits reduction of the share capital. Article 65 of the Articles of Association provides that by a Special Resolution the company may reduce in any manner the share capital.

4. Accordingly, a notice was given for convening an extra-ordinary general meeting and pursuant to the statutory notice, a meeting of the shareholders was held on 28th April 2004 in which a special resolution was

passed unanimously. The preferential shareholders have given their consent. The equity shareholders have also given their consent for the reduction of the share capital. Copies thereof have been annexed to the Petition. Pursuant to the order passed by this Court a publication was made in two newspapers on July 14, 2004. More than four weeks have passed, however, no creditor has filed any complaint or has taken any objection to the reduction of the share capital. I am of the view, therefore, that the petition is entitled to be allowed in terms of prayer clauses (a) & (b). Petition is made absolute in terms of prayer clauses (a) & (b). Draft in terms of minutes at Exhibit - G is approved. Petition is disposed of in the above terms.

(V.M.KANADE,J.)

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